

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW HAMPSHIRE

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IN RE TYCO INTERNATIONAL LTD.,
SECURITIES, DERIVATIVE AND "ERISA"
LITIGATION
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MDL Docket No. 02-1335-B

This Document Relates To:

STATE OF NEW JERSEY, DEPARTMENT
OF TREASURY, DIVISION OF
INVESTMENTS BY TREASURER JOHN E.
McCORMAC, on behalf of the COMMON
PENSION FUND A, DCP EQUITY FUND,
DCP SMALL CAP EQUITY FUND,
SUPPLEMENTAL ANNUITY COLLECTIVE
TRUST FUND, NJ BEST POOLED EQUITY
FUND, and TRUSTEES FOR THE SUPPORT
OF PUBLIC SCHOOLS FUND,

Docket No. 03-1337-B

Plaintiffs,

v.

TYCO INTERNATIONAL LTD.,
L. DENNIS KOZLOWSKI, MARK H.
SWARTZ, MARK A. BELNICK,
PRICEWATERHOUSECOOPERS, LLP,
PRICEWATERHOUSECOOPERS,
FRANK E. WALSH, JR., RICHARD S.
BODMAN, JOHN F. FORT, III, JAMES S.
PASMAN, JR., and WENDY E. LANE,

Defendants.
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**AGREED ORDER AND FINAL JUDGMENT OF DISMISSAL WITH
PREJUDICE AGAINST PRICEWATERHOUSECOOPERS
AND PRICEWATERHOUSECOOPERS LLP AND BAR ORDER**

Plaintiffs in the above-captioned action (the “New Jersey Plaintiffs”) and Defendants PricewaterhouseCoopers and PricewaterhouseCoopers LLP (each a “Settling Party” and collectively the “Settling Parties”) have represented to the Court that they have entered into a Settlement Agreement and Release (the “Settlement Agreement”) that resolves all issues between and among them that are involved, set forth, or referred to in the Second Amended Complaint. All defined terms set forth herein are defined in the Settlement Agreement.

For good cause shown, it is hereby ORDERED that:

1. **Bar Order.** As provided in Section 21D-4(f)(7)(A) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(f)(7)(A), to the maximum extent permissible under applicable law, and without agreeing or otherwise admitting that the “Non-Released Parties” (defined below) have any claim or right to contribution against any Settling Party: (a) Defendants L. Dennis Kozlowski, Mark H. Swartz, and Frank E. Walsh (collectively the “Non-Settling Defendants”) and Tyco International Ltd.,¹ Mark A. Belnick, Richard S. Bodman, John F. Fort, III, James S. Pasman and Wendy E. Lane (the “Previously-Settled Defendants,” together with the Non-Settling Defendants the “Non-Released Parties”) are hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution, indemnification or otherwise against any Settling Party based upon,

¹ In and around June 2007, the entity formerly known as Tyco International Ltd. (“Tyco”) separated into three entities, Tyco International Ltd., Covidien Ltd., and Tyco Electronics Ltd. References herein to “Tyco International Ltd.” include all three of these entities.

relating to, or arising out of the Released Claims; (b) each Settling Party is hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for contribution, indemnification or otherwise against each other or against any other person based upon, relating to, or arising out of the Released Claims.

2. Because there is no just reason for delay in the entry of this ORDER and FINAL JUDGMENT with respect to the claims asserted by the New Jersey Plaintiffs against the Settling Parties, all claims asserted by the New Jersey Plaintiffs against the Settling Parties are DISMISSED WITH PREJUDICE pursuant to Federal Rule of Civil Procedure 54(b). This action is not dismissed with respect to any claims asserted against the Non-Settling Defendants.

3. The Clerk of the Court is expressly directed to enter this Agreed Order and Final Judgment of Dismissal With Prejudice Against PricewaterhouseCoopers and PricewaterhouseCoopers LLP and Bar Order as a final judgment and to send a copy of same to all counsel of record.
IT IS SO ORDERED.

Entered: March 6, 2009

/s/ Paul Barbadoro
The Honorable Paul Barbadoro
United States District Court Judge

cc: Counsel of Record